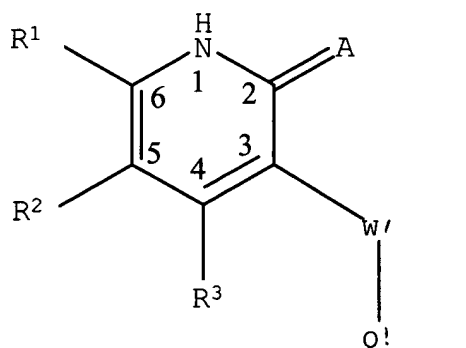


# Amendments to the Claims

This listing of claims will replace all prior versions and listing of claims in the application.

## Listing of Claims:

1. (Currently Amended) A compound of Formula I



wherein A is O or S;

wherein Q is selected from  $-N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-(C_1-C_8)alkyl-OR^5$ , -

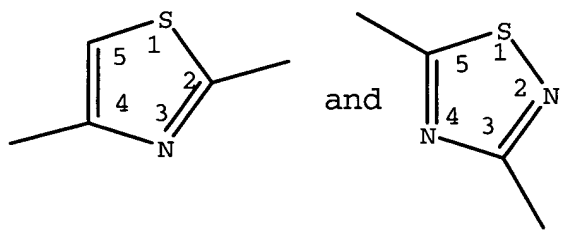
$(C_1-C_8)alkyl-S(O)_nR^6$ ,  $\begin{array}{c} R^4 \\ | \\ N \\ | \\ SO_2R^6 \end{array}$ , substituted aryl, an

unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo,  $(C_1-C_8)alkyl$ ,  $(C_2-C_8)alkynyl$ ,  $(C_2-C_8)alkenyl$ ,  $-OR^5$ ,  $-O-(CH_2)_{1-2}-O-$ ,  $-N(R^5)_2$ ,  $-(C_1-C_8)alkyl-N(R^5)_2$ ,  $(C_1-C_8)haloalkyl$ , lower cyanoalkyl,  $-(C_1-C_8)alkyl-OR^5$ , lower alkylaminoalkoxy, lower aminoalkoxyalkyl,  $-(C_1-C_8)alkyl-$

$S(O)_nR^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-N(R^5)_2$ ,  $-N(R^5)-(C_1-C_8)alkyl-OR^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-NHC(O)R^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-C(O)N(R^5)_2$ , lower alkoxyalkyl,  $-S(O)_nR^5$ ,  $-SO_2NR^5R^5$ ,  $-NR^5S(O)_nR^5$ , cyano, nitro, optionally substituted  $(C_3-C_{10})cycloalkyl$ , optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocycloxyalkyl,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-CO_2N(R^5)_2$ ,  $-SO_2NHC(O)R^5$ , optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$  and  $-C(O)R^5$ ;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein  $R^1$  is selected from H,  $-OR^6$ , halo, aryl,  $(C_1-C_8)alkyl$ ,  $(C_2-C_8)alkenyl$ ,  $(C_2-C_8)alkynyl$ ,  $(C_1-C_8)perfluoroalkyl$ ,  $-NR^5_2$ ,  $-(C_1-C_8)alkyl-NR^5_2$ ,  $-(C_1-C_8)alkyl-OR^5$ ,  $-S(O)_n-alkyl$ ,  $-S(O)_n-aryl$ ,  $-S(O)_n-heteroaryl$ ,  $(C_3-C_{10})cycloalkyl$ , nitro, heterocyclyl,  $-NR^5SO_2R^5$ ,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-(CR^5_2)_{1-8}aryl$ ,  $-(CR^5_2)_{1-8}heterocyclyl$ ,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$ , and  $-C(O)R^5$ ; wherein  $R^1$  and  $R^2$  may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein  $R^2$  is selected from H,  $-OR^6$ , halo, aryl,  $(C_1-C_8)alkyl$ ,  $(C_2-C_8)alkenyl$ ,  $(C_2-C_8)alkynyl$ ,  $(C_1-C_8)perfluoroalkyl$ ,  $-NR^5_2$ ,  $-(C_1-C_8)alkyl-NR^5_2$ ,  $-(C_1-C_8)alkyl-OR^5$ ,  $-S(O)_n-alkyl$ ,  $-S(O)_n-aryl$ ,  $-S(O)_n-heteroaryl$ ,  $(C_3-C_{10})cycloalkyl$ , nitro, heterocyclyl,  $-NR^5SO_2R^5$ ,

$-\text{C}(\text{O})\text{N}(\text{R}^5)_2$ ,  $-\text{CO}_2\text{R}^5$ ,  $-(\text{CR}^5_2)_{1-8}\text{aryl}$ ,  $-(\text{CR}^5_2)_{1-8}\text{heterocyclyl}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{N}(\text{R}^5)_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^5$ ,  $-\text{NR}^5\text{CO}_2\text{R}^5$ , and  $-\text{C}(\text{O})\text{R}^5$ ;

wherein  $\text{R}^3$  is selected from H,  $-\text{OR}^6$ , halo, aryl,  $(\text{C}_1\text{-C}_8)\text{alkyl}$ ,  $(\text{C}_2\text{-C}_8)\text{alkenyl}$ ,  $(\text{C}_2\text{-C}_8)\text{alkynyl}$ ,  $(\text{C}_1\text{-C}_8)\text{perfluoroalkyl}$ ,  $-\text{NR}^5_2$ ,  $-(\text{C}_1\text{-C}_8)\text{alkyl-NR}^5_2$ ,  $-(\text{C}_1\text{-C}_8)\text{alkyl-OR}^5$ ,  $-\text{S}(\text{O})_n\text{-alkyl}$ ,  $-\text{S}(\text{O})_n\text{-aryl}$ ,  $-\text{S}(\text{O})_n\text{-heteroaryl}$ ,  $(\text{C}_3\text{-C}_{10})\text{cycloalkyl}$ , nitro, heterocyclyl,  $-\text{NR}^5\text{SO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{N}(\text{R}^5)_2$ ,  $-\text{CO}_2\text{R}^5$ ,  $-(\text{CR}^5_2)_{1-8}\text{aryl}$ ,  $-(\text{CR}^5_2)_{1-8}\text{heterocyclyl}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{N}(\text{R}^5)_2$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^5$ ,  $-\text{NR}^5\text{CO}_2\text{R}^5$ , and  $-\text{C}(\text{O})\text{R}^5$ ; wherein  $\text{R}^2$  and  $\text{R}^3$  may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein  $\text{R}^4$  is independently selected from H, and  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ;

wherein  $\text{R}^5$  is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted  $\text{C}_3\text{-C}_6$  cycloalkyl, optionally substituted  $\text{C}_3\text{-C}_6$  cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

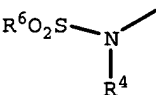
wherein  $\text{R}^6$  is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted  $\text{C}_3\text{-C}_6$  cycloalkyl, optionally substituted  $\text{C}_3\text{-C}_6$  cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl;

wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any  $\text{R}^1$ ,  $\text{R}^2$ ,  $\text{R}^3$ ,  $\text{R}^5$ ,  $\text{R}^6$ , and Q is optionally substituted with one or more groups selected from halo,  $-\text{NH}_2$ ,  $-\text{OH}$ ,  $-\text{CO}_2\text{H}$ ,  $(\text{C}_1\text{-C}_6)\text{alkylamino}$ ,  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ ,  $(\text{C}_1\text{-C}_6)\text{alkoxyalkyl}$ ,  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ,  $\text{di}(\text{C}_1\text{-C}_6)\text{alkylamino}$ , phenyl, and heterocyclyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R<sup>1</sup> is not CF<sub>3</sub> when R<sup>2</sup> is ethoxycarbonyl, when R<sup>3</sup> is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R<sup>1</sup>, R<sup>3</sup>, and R<sup>2</sup> are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is H, and when R<sup>2</sup> is H; further provided Q is not phenyl when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is methyl, and when R<sup>2</sup> is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R<sup>1</sup> is H, when R<sup>3</sup> is H, and when R<sup>2</sup> is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is H, and when R<sup>2</sup> is acetyl.

2. (Currently Amended) A Compound of Claim 1 wherein Q is selected from

R<sup>6</sup>SO<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R<sup>4</sup> is independently selected from H, and (C<sub>1</sub>-C<sub>2</sub>)alkyl; and wherein R<sup>6</sup> is independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

3. (Currently Amended) A Compound of Claim 2 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-

methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from hydroxyl, chloro, fluoro, methoxy, -O-CH<sub>2</sub>-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, -NH<sub>2</sub>, methoxy, ethoxy, -OH, -CO<sub>2</sub>H, phenoxyethylamino, methylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

4. (Currently Amended) A Compound of Claim 1, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

5. (Currently Amended) A Compound of Claim 1 wherein R<sup>1</sup> is selected from (C<sub>1</sub>-C<sub>6</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sup>5</sup>)<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-OR<sup>5</sup>, -(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl, and -CF<sub>3</sub>;

wherein  $R^2$  is selected from H, halo,  $(C_1-C_3)$ alkyl,  $-NR^5_2$ ,  $-OR^6$ ,  $-(C_1-C_3)$ alkyl- $OR^5$ ,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-(CH_2)_{1-3}$ -(5-6 membered saturated or partially unsaturated) heterocyclyl,  $-NHC(O)R^5$ , and  $-C(O)R^5$ ;

wherein  $R^1$  and  $R^2$  may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one;

wherein  $R^3$  is H;

wherein  $R^5$  is independently selected from H,  $C_1-C_4$ -alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl, and piperidinyl, optionally substituted pyridyl- $(C_1-C_3)$ -alkyl, optionally substituted piperazinyl- $(C_1-C_3)$ -alkyl, 4-morpholinyl- $(C_1-C_3)$ -alkyl, pyrrolidinyl- $(C_1-C_3)$ -alkyl, 1-piperidinyl- $(C_1-C_3)$ -alkyl, optionally substituted  $C_3-C_6$  cycloalkyl- $(C_1-C_3)$ -alkyl,  $-(C_1-C_3)$ -alkyl- $N-((C_1-C_3)$ -alkyl) $_2$  and  $-(C_1-C_3)$ -alkyl-NH- $(C_1-C_3)$ -alkyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

6. (Currently Amended) A Compound of Claim 5 wherein  $R^1$  is selected from methyl, ethyl, propyl, isopropyl, hydroxyethyl, dimethylaminomethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and  $-CF_3$ ;

wherein  $R^2$  is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl,

isopropylaminoethylaminocarbonyl,  
cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl,  
ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl,  
1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl,  
diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-  
pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl,  
methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-  
piperazinylcarbonyl;

wherein R<sup>1</sup> and R<sup>2</sup> may be joined together with the pyridone ring to  
form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-  
[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one,  
7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-  
5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-  
dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-  
quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one,  
7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-  
pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable  
derivatives salts thereof.

7. (Currently Amended) A Compound of Claim 4, and  
pharmaceutically acceptable derivatives salts thereof, wherein A is O;  
wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-  
pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl,  
(1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-  
furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-  
sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl  
substituted with one or more substituents selected from  
chloro, fluoro, and -O-CH<sub>2</sub>-O-,  
unsubstituted pyridyl, and

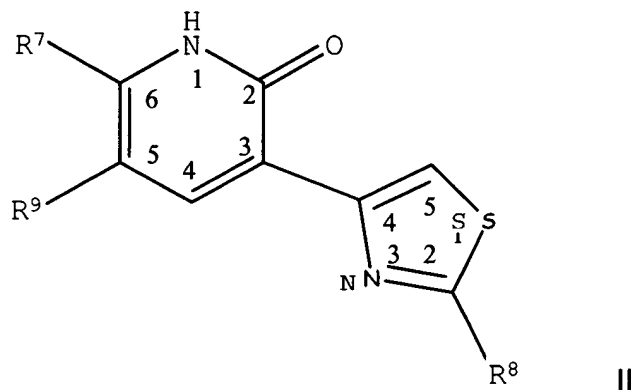
4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; wherein R<sup>1</sup> is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxybenzyloxymethyl, methoxymethyl, cyclopropyl, and -CF<sub>3</sub>; wherein R<sup>2</sup> is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; wherein R<sup>1</sup> and R<sup>2</sup> may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-



quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and  
wherein R<sup>3</sup> is H.

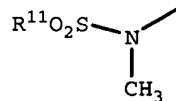
8. (Currently Amended) A Compound of Claim 1 wherein A is O; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

9. (Currently Amended) A compound of Claim 1 having  
Formula II



wherein R<sup>7</sup> is selected from -(C<sub>1</sub>-C<sub>3</sub>)alkyl, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-N(R<sup>10</sup>)<sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-OR<sup>10</sup>, -(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl, and -CF<sub>3</sub>;

wherein R<sup>8</sup> is selected from R<sup>10</sup>SO<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, R<sup>11</sup>SO<sub>2</sub>NH-



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R<sup>9</sup> is selected from H, halo, (C<sub>1</sub>-C<sub>3</sub>)alkyl, -NR<sup>10</sup><sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-OR<sup>10</sup>, -C(O)N(R<sup>10</sup>)<sub>2</sub>, -CO<sub>2</sub>R<sup>10</sup>, (CH<sub>2</sub>)<sub>1-3</sub>-(5-6 membered saturated or partially unsaturated heterocyclyl), -NHC(O)R<sup>10</sup>, and -C(O)R<sup>10</sup>;

wherein R<sup>10</sup> is independently selected from H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R<sup>11</sup> is independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

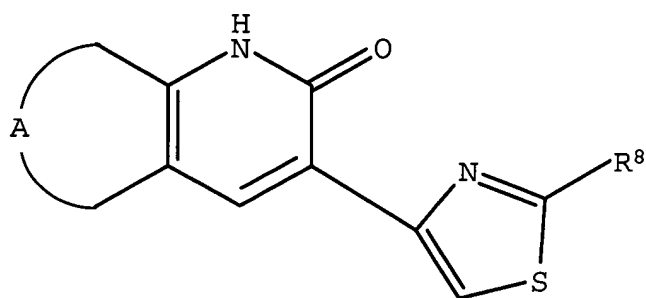
and pharmaceutically acceptable ~~derivatives~~ salts thereof;

provided R<sup>7</sup> is not CF<sub>3</sub> when R<sup>9</sup> is ethoxycarbonyl and when R<sup>8</sup> is 4-pyridyl or 2-chloro-4-pyridyl.

10. (Currently Amended) A Compound of Claim 9 wherein R<sup>7</sup> is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, benzyloxymethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and -CF<sub>3</sub>; wherein R<sup>8</sup> is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butylsulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH<sub>2</sub>-O-, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and wherein R<sup>9</sup> is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

11. (Currently Amended) A compound of Claim 1 having  
Formula III



III

wherein  $R^8$  is selected from  $R^{11}SO_2-(C_1-C_6)alkyl-$ ,  $R^{11}SO_2NH-$

$R^{11}O_2S-N(CH_3)-$ , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein ring A together with the pyridone ring forms optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and

wherein  $R^{11}$  is independently selected from  $(C_1-C_4)alkyl$ , optionally substituted phenyl, optionally substituted phenyl- $(C_1-C_2)alkyl$ , optionally substituted furyl- $(C_1-C_2)-alkyl$ , optionally substituted  $C_3-C_6$  cycloalkyl- $(C_1-C_2)-alkyl$ ,  $(C_1-C_3)alkylamino-(C_1-C_3)-alkyl$ , phenyloxy- $(C_1-C_3)alkyl$ ,  $(C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl$ , and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

12. (Currently Amended) A Compound of Claim 11 wherein  $R^8$  is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl,

(1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected

from chloro, fluoro, and -O-CH<sub>2</sub>-O-,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from

chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, phenoxyethylamino,

methylamino, methyl, ethyl, butylamino, isobutylamino,

benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-

pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-

methoxybenzylamino, diethylamino, cyclopropylmethylamino,

cyclopentylmethylamino, ethylaminoethylamino,

diethylaminoethylamino, isopropylaminoethylamino,

methylcarbonylaminoethylamino, methylcarbonylmethylamino,

pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny;

and pharmaceutically acceptable ~~derivatives~~ salts thereof.

13. (Currently Amended) A Compound of Claim 12 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

Phenylmethyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

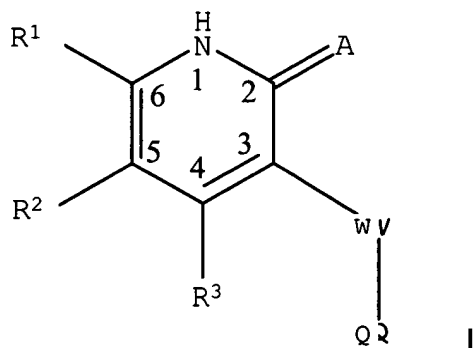
3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,7,8-trihydro-5H-pyrano[4,3-b]pyridin-2-one;

7-Ethyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one;

*tert*-Butyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one, dihydrochloride; and  
 6-Methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one.

14. (Currently Amended) A compound of Formula I'



wherein A is O or S;

wherein Q is selected from  $-N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-(C_1-C_8)alkyl-OR^5$ , -

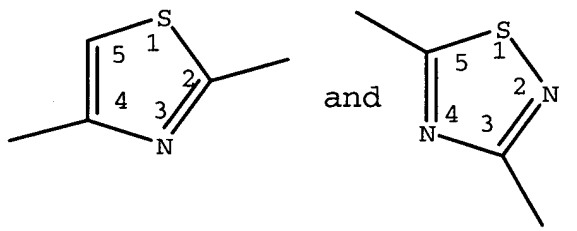
$(C_1-C_8)alkyl-S(O)_nR^6$ ,  $-N(R^4)SO_2R^6$ , substituted aryl, an

unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo,  $(C_1-C_8)alkyl$ ,  $(C_2-C_8)alkynyl$ ,  $(C_2-C_8)alkenyl$ ,  $-OR^5$ ,  $-O-(CH_2)_{1-2}-O-$ ,  $-N(R^5)_2$ ,  $-(C_1-C_8)alkyl-N(R^5)_2$ ,  $(C_1-C_8)haloalkyl$ , lower cyanoalkyl,  $-(C_1-C_8)alkyl-OR^5$ , lower alkylaminoalkoxy, lower aminoalkoxyalkyl,  $-(C_1-C_8)alkyl-S(O)_nR^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-N(R^5)_2$ ,  $-N(R^5)-(C_1-C_8)alkyl-OR^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-NHC(O)R^5$ ,  $-N(R^5)-(C_1-C_8)alkyl-C(O)N(R^5)_2$ ,

lower alkoxyalkyl,  $-S(O)_nR^5$ ,  $-SO_2NR^5R^5$ ,  $-NR^5S(O)_nR^5$ , cyano, nitro, optionally substituted  $(C_3-C_{10})$ cycloalkyl, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocycloxyalkyl,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-CO_2N(R^5)_2$ ,  $-SO_2NHC(O)R^5$ , optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$  and  $-C(O)R^5$ ;

wherein W is selected from



wherein n is 0, 1 or 2;

wherein  $R^1$  is selected from H,  $-OR^6$ , halo, aryl,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl,  $(C_1-C_8)$ perfluoroalkyl,  $-NR^5_2$ ,  $-(C_1-C_8)$ alkyl- $-NR^5_2$ ,  $-(C_1-C_8)$ alkyl- $-OR^5$ ,  $-S(O)_n$ -alkyl,  $-S(O)_n$ -aryl,  $-S(O)_n$ -heteroaryl,  $(C_3-C_{10})$ cycloalkyl, nitro, heterocyclyl,  $-NR^5SO_2R^5$ ,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-(CR^5_2)_{1-8}$ aryl,  $-(CR^5_2)_{1-8}$ heterocyclyl,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$ , and  $-C(O)R^5$ ; wherein  $R^1$  and  $R^2$  may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein  $R^2$  is selected from H,  $-OR^6$ , halo, aryl,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl,  $(C_1-C_8)$ perfluoroalkyl,  $-NR^5_2$ ,  $-(C_1-C_8)$ alkyl- $-NR^5_2$ ,  $-(C_1-C_8)$ alkyl- $-OR^5$ ,  $-S(O)_n$ -alkyl,  $-S(O)_n$ -aryl,  $-S(O)_n$ -heteroaryl,  $(C_3-C_{10})$ cycloalkyl, nitro, heterocyclyl,  $-NR^5SO_2R^5$ ,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-(CR^5_2)_{1-8}$ aryl,  $-(CR^5_2)_{1-8}$ heterocyclyl,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$ , and  $-C(O)R^5$ ;

wherein  $R^3$  is selected from H,  $-OR^6$ , halo, aryl,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl,  $(C_1-C_8)$ perfluoroalkyl,  $-NR^5_2$ ,  $-(C_1-C_8)alkyl-NR^5_2$ ,  $-(C_1-C_8)alkyl-OR^5$ ,  $-S(O)_n-alkyl$ ,  $-S(O)_n-aryl$ ,  $-S(O)_n-heteroaryl$ ,  $(C_3-C_{10})cycloalkyl$ , nitro, heterocyclyl,  $-NR^5SO_2R^5$ ,  $-C(O)N(R^5)_2$ ,  $-CO_2R^5$ ,  $-(CR^5_2)_{1-8}aryl$ ,  $-(CR^5_2)_{1-8}heterocyclyl$ ,  $-NR^5C(O)N(R^5)_2$ ,  $-NR^5C(O)R^5$ ,  $-NR^5CO_2R^5$ , and  $-C(O)R^5$ ; wherein  $R^2$  and  $R^3$  may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein  $R^4$  is independently selected from H, and  $(C_1-C_6)$ alkyl;

wherein  $R^5$  is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted  $C_3-C_6$  cycloalkyl, optionally substituted  $C_3-C_6$  cycloalkyl-alkyl, lower aminoalkyl, aryl- $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$ ,  $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$ , aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

wherein  $R^6$  is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aryl- $(C_1-C_6)alkyl$ , optionally substituted heterocyclyl, optionally substituted heterocyclyl- $(C_1-C_6)alkyl$ , optionally substituted  $C_3-C_6$  cycloalkyl, optionally substituted  $C_3-C_6$  cycloalkyl- $(C_1-C_6)alkyl$ ,  $(C_1-C_6)alkylamino-(C_1-C_6)alkyl$ , aryloxy- $(C_1-C_6)alkyl$ ,  $(C_1-C_6)alkylcarbonyl-(C_1-C_6)alkyl$ , and lower perfluoroalkyl;

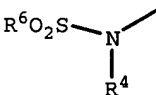
wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any  $R^1$ ,  $R^2$ ,  $R^3$ ,  $R^5$ ,  $R^6$ , and Q is optionally substituted with one or more groups selected from halo,  $-NH_2$ ,  $-OH$ , oxo,  $-CO_2H$ ,  $(C_1-C_6)alkylamino$ ,  $(C_1-C_6)alkoxy$ ,  $(C_1-C_6)alkoxyalkyl$ ,  $(C_1-C_6)alkyl$ ,  $di(C_1-C_6)alkylamino$ , phenyl, and heterocyclyl;

and pharmaceutically acceptable ~~derivatives~~ salts thereof;



provided R<sup>1</sup> is not CF<sub>3</sub> when R<sup>2</sup> is ethoxycarbonyl, when R<sup>3</sup> is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R<sup>1</sup>, R<sup>3</sup>, and R<sup>2</sup> are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is H, and when R<sup>2</sup> is H; further provided Q is not phenyl when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is methyl, and when R<sup>2</sup> is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R<sup>1</sup> is H, when R<sup>3</sup> is H, and when R<sup>2</sup> is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R<sup>1</sup> is methyl, when R<sup>3</sup> is H, and when R<sup>2</sup> is acetyl.

15. (Currently Amended) A Compound of Claim 14 wherein Q is selected from

R<sup>6</sup>SO<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R<sup>4</sup> is independently selected from H, and (C<sub>1</sub>-C<sub>2</sub>)alkyl; and wherein R<sup>6</sup> is independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

16. (Currently Amended) A Compound of Claim 15 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-

methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, 3-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from

hydroxyl, chloro, fluoro, methoxy, -O-CH<sub>2</sub>-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, -NH<sub>2</sub>, methoxy, ethoxy, -OH, -CO<sub>2</sub>H, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and

pharmaceutically acceptable ~~derivatives~~ salts thereof.

17. (Currently Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein W is thiazol-4-yl.

18. (Currently Amended) A Compound of Claim 14 wherein R<sup>1</sup> is selected from (C<sub>1</sub>-C<sub>6</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sup>5</sup>)<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-OR<sup>5</sup>, (C<sub>3</sub>-C<sub>5</sub>)cycloalkyl and -CF<sub>3</sub>; wherein R<sup>5</sup> is independently selected from H, C<sub>1</sub>-C<sub>5</sub>-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted thienyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted piperazinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, 4-morpholinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted pyrrolidinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted piperidinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, amino-(C<sub>1</sub>-C<sub>4</sub>)-alkyl-, benzylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, [N-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-N-benzylamino]-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, -(C<sub>1</sub>-C<sub>3</sub>)-alkyl-N-((C<sub>1</sub>-C<sub>3</sub>)-alkyl)<sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)-alkyl-NH-(C<sub>1</sub>-C<sub>3</sub>)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

19. (Currently Amended) A Compound of Claim 18 wherein R<sup>1</sup> is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylthethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and -CF<sub>3</sub>; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

20. (Currently Amended) A Compound of Claim 14 wherein R<sup>2</sup> is selected from H, halo, (C<sub>1</sub>-C<sub>3</sub>)alkyl, -NR<sup>5</sup><sub>2</sub>, -OR<sup>6</sup>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-OR<sup>5</sup>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-NR<sup>5</sup><sub>2</sub>, -C(O)N(R<sup>5</sup>)<sub>2</sub>, -CO<sub>2</sub>R<sup>5</sup>, -(CH<sub>2</sub>)<sub>1-3</sub>-(5-6 membered saturated or partially unsaturated) heterocyclyl, 5-6 membered saturated or partially unsaturated heterocyclyl, -NHC(O)R<sup>5</sup>, and -C(O)R<sup>5</sup>; wherein R<sup>5</sup> is independently selected from H, C<sub>1</sub>-C<sub>5</sub>-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted thienyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted piperazinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, 4-morpholinyl-

(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted pyrrolidinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted piperidinyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>3</sub>)-alkyl, amino-(C<sub>1</sub>-C<sub>4</sub>)-alkyl-, benzylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, [N-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-N-benzylamino]-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, -(C<sub>1</sub>-C<sub>3</sub>)-alkyl-N-((C<sub>1</sub>-C<sub>3</sub>)-alkyl)<sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)-alkyl-NH-(C<sub>1</sub>-C<sub>3</sub>)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable derivatives salts thereof.

21. (Currently Amended) A Compound of Claim 20 wherein R<sup>2</sup> is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-

benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

22. (Currently Amended) A Compound of Claim 14 wherein R<sup>1</sup> and R<sup>2</sup> may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

23. (Currently Amended) A Compound of Claim 22, wherein R<sup>1</sup> and R<sup>2</sup> are joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-

2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

24. (Currently Amended) A Compound of Claim 14 wherein R<sup>3</sup> is H; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

25. (Currently Amended) A Compound of Claim 14 wherein A is O; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

26. (Currently Amended) A Compound of Claim 14, and pharmaceutically acceptable ~~derivatives~~ salts thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from

chloro, fluoro, and -O-CH<sub>2</sub>-O-,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from

chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, methyl, ethyl,

phenoxyethylamino, methylamino, dimethylamino, butylamino,

isobutylamino, benzylamino, 4-fluorobenzylamino, 2-

thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-

furylmethylamino, 4-methoxybenzylamino, diethylamino,

cyclopropylmethylamino, cyclopentylmethylamino,

ethylaminoethylamino, diethylaminoethylamino,

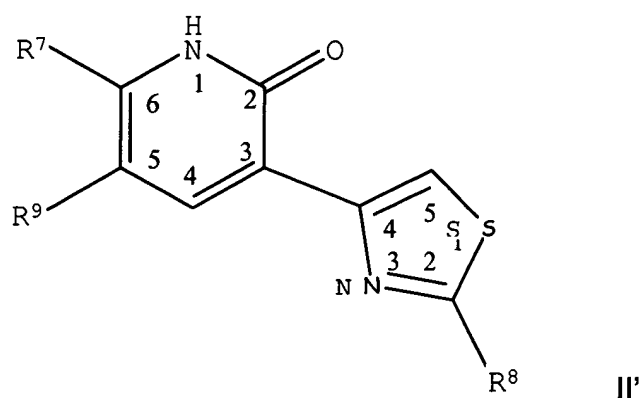
isopropylaminoethylamino, methylcarbonylaminoethylamino,

methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl,

morpholinyl and azetidiny;

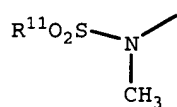
wherein R<sup>1</sup> is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxybenzyloxymethyl, methoxymethyl, cyclopropyl, and -CF<sub>3</sub>;  
wherein R<sup>2</sup> is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;  
wherein R<sup>1</sup> and R<sup>2</sup> may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and  
wherein R<sup>3</sup> is H.

27. (Currently Amended) A compound of Claim 14 having Formula II'



wherein R<sup>7</sup> is selected from -(C<sub>1</sub>-C<sub>3</sub>)alkyl, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-N(R<sup>10</sup>)<sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-OR<sup>10</sup>, -(C<sub>3</sub>-C<sub>5</sub>)cycloalkyl, and -CF<sub>3</sub>;

wherein R<sup>8</sup> is selected from R<sup>10</sup>SO<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, R<sup>11</sup>SO<sub>2</sub>NH-



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R<sup>9</sup> is selected from H, halo, (C<sub>1</sub>-C<sub>3</sub>)alkyl, -NR<sup>10</sup><sub>2</sub>, -(C<sub>1</sub>-C<sub>3</sub>)alkyl-OR<sup>10</sup>, -C(O)N(R<sup>10</sup>)<sub>2</sub>, -CO<sub>2</sub>R<sup>10</sup>, (CH<sub>2</sub>)<sub>1,3</sub>-(5-6 membered saturated or partially unsaturated heterocyclyl, -NHC(O)R<sup>10</sup>, and -C(O)R<sup>10</sup>;

wherein R<sup>10</sup> is independently selected from H, (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R<sup>11</sup> is independently selected from (C<sub>1</sub>-C<sub>4</sub>)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, optionally substituted furyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> cycloalkyl-(C<sub>1</sub>-C<sub>2</sub>)-alkyl, (C<sub>1</sub>-C<sub>3</sub>)alkylamino-(C<sub>1</sub>-C<sub>3</sub>)-alkyl-, phenyloxy-(C<sub>1</sub>-C<sub>3</sub>)alkyl-, (C<sub>1</sub>-C<sub>2</sub>)alkylcarbonyl-(C<sub>1</sub>-C<sub>2</sub>)alkyl, and



optionally substituted heterocyclyl selected from pyridyl and thienyl;  
and pharmaceutically acceptable ~~derivatives~~ salts thereof;  
provided R<sup>7</sup> is not CF<sub>3</sub> when R<sup>9</sup> is ethoxycarbonyl and when R<sup>8</sup> is 4-pyridyl or 2-chloro-4-pyridyl.

28. (Currently Amended) A Compound of Claim 27 wherein R<sup>7</sup> is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinylthethyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and -CF<sub>3</sub>; wherein R<sup>8</sup> is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and -O-CH<sub>2</sub>-O-, unsubstituted pyridyl, and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, butylamino, isobutylamino, dimethylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidiny; and

wherein R<sup>9</sup> is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino,

aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl;  
and pharmaceutically acceptable ~~derivatives~~ salts thereof.

29. (Currently Amended) A Compound of Claim 27 wherein R<sup>7</sup> is selected from methyl, ethyl, propyl, and isopropyl.

30. (Currently Amended) A Compound of Claim 27 wherein R<sup>8</sup> is selected from phenylsulfonylmethyl and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, -NH<sub>2</sub>, methoxy, ethoxy, phenoxyethylamino, methylamino, dimethylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidiny, piperazinyl, piperidinyl, morpholinyl and azetidiny.

31. (Currently Amended) A Compound of Claim 27 wherein R<sup>9</sup> is selected from methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-

methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable ~~derivatives~~ salts thereof.

32. (Currently Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;  
6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-pyrrolidin-3-yl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;
- 5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperazin-1-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-pyrrolidin-3-yl ester;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1*H*-pyridin-2-one;
- 3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1*H*-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-morpholin-4-yl-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(4,5-Dihydro-oxazol-2-yl)-6-isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 5-[[[2-Dimethylamino-ethyl)-ethyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperidin-1-yl-ethyl ester;
- 5-[[[2-Diethylamino-ethyl)-methyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;
- 2-(2-Hydroxy-ethyl)-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;
- 2-Amino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

2-tert-Butylamino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

6-Ethyl-5-(3-methyl-butylamino)-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl))-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

(Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl]methyl}(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-({[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;



Ethyl 2-methyl-5-(2-(2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-{2-[2-acetyl-amino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid cyclopropyl-methyl amide;  
Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
5-{2-[2-(Cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
5-{2-[2-(4-Methoxybenzylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid 4-methoxy-benzylamide;  
Ethyl 2-methyl-6-oxo-5-(2-(2-amino-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;  
6-Methyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))hydropyridin-2-one;  
Ethyl 2-methyl-5-(2-(2-(methyloxy)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-cyclopropyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;  
Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate  
5-Amino-6-ethyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;  
6-Methyl-3-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;  
Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and  
5-Hydroxymethyl-6-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one.

33. (Currently Amended) A Compound of Claim 27 and pharmaceutically acceptable ~~derivatives~~ salts thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1H-pyridin-2-one;  
6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-ethyl-5-propionyl-1H-pyridin-2-one;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;  
2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;

- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-4-yl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;
- 5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid methyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid propyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid butyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid isobutyl ester;
- 2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid sec-butyl ester;
- 5-[[[(2-Diethylamino-ethyl)-methyl-amino]-methyl]-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;
- 5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;  
Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;  
Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl)methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(3,5-Dichloro-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(acetyl-amino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxohydro-pyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-(amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

2-Methyl-6-oxo-N-(2-pyridinylmethyl)-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxamide;

Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;  
6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;  
3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and  
3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate.

34. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and an effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt thereof.

35. (Withdrawn) A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

36. (Withdrawn) A method of treating cancer which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

37. (Withdrawn) A method of inhibiting a serine/threonine kinase which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.



38. (Withdrawn) A method of treating a neurological disorder which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

39. (Withdrawn) A method of treating apoptosis comprising administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.